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*Sam*

# UPCHURCH, BAILEY AND UPCHURCH, P.A.

ATTORNEYS AT LAW

Established 1925

JOHN D. BAILEY, JR.  
FRANK D. UPCHURCH III  
TRACY WILSON UPCHURCH  
SIDNEY F. ANSBACHER  
KATHERINE GAERTNER JONES  
MICHAEL A. SIRAGUSA  
STEPHEN A. FAUSTINI  
RICHARD Q. LEWIS III

780 North Ponce de Leon Boulevard  
St. Augustine, Florida 32084

Telephone (904) 829-9066  
Facsimile (904) 825-4862

Please reply to:  
Post Office Drawer 3007  
St. Augustine, Florida 32085-3007

OF COUNSEL:

HAMILTON D. UPCHURCH  
FRANK D. UPCHURCH, JR.

FRANK D. UPCHURCH, SR.  
(1894-1986)

June 15, 2006

Attention: Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314


Re: Churchill Florida Properties, LLC  
Our File No. 6-06-372

Dear Sir or Madam:

I am enclosing an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, Certificate of Existence and this firm's check number 11073 in the amount of \$160, representing the filing fee to register the referenced foreign limited liability company to transact business in Florida. Please provide me with a certified copy and certificate of status. A duplicate copy of the application and self-addressed, stamped return envelope are also enclosed.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,



John D. Bailey, Jr.

JDB,Jr/jsd  
Enclosures

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. Churchill Florida Properties, LLC  
(Name of Foreign Limited Liability Company)

2. Kentucky 3. 20-4877767  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. May 10, 2006 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. June 14, 2006  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 401 West Main Street, Suite 1200  
Louisville, Kentucky 40402  
(Street Address of Principal Office)

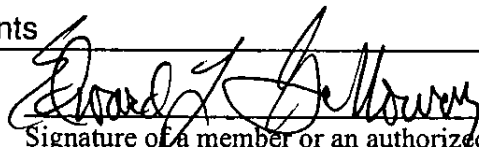
8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Edward L. Galloway  
401 West Main Street, Suite 1200  
Louisville, Kentucky 40402

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Real Estate Management  
and Investments

  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Edward L. Galloway  
Typed or printed name of signee

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06 JUN 19 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Churchill Florida Properties, LLC

2. The name and the Florida street address of the registered agent and office are:

John D. Bailey, Jr.

(Name)

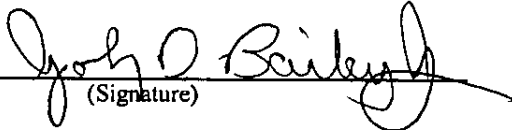
780 North Ponce de Leon Boulevard

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

St. Augustine FL 32084

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*

  
(Signature)

\$ 100.00 Filing Fee for Application  
\$ 25.00 Designation of Registered Agent  
\$ 30.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)

# **Commonwealth of Kentucky**

## **Trey Grayson Secretary of State**

### **Certificate of Existence**

I, Trey Grayson, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

#### **CHURCHILL FLORIDA PROPERTIES, LLC**

is a limited liability company duly organized and existing under KRS Chapter 275, whose date of organization is May 10, 2006.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 275.190 has been delivered to the Secretary of State.

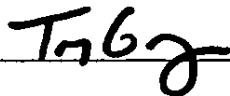
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 10th day of May, 2006.

Certificate Number: 30833

Jurisdiction: Florida

Visit <http://apps.sos.ky.gov/business/obdb/certvalidate.aspx> to validate the authenticity of this certificate.



  
\_\_\_\_\_  
Trey Grayson  
Secretary of State  
Commonwealth of Kentucky  
30833/0638450